

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)



Order Filed on February 28, 2024
by Clerk
U.S. Bankruptcy Court
District of New Jersey

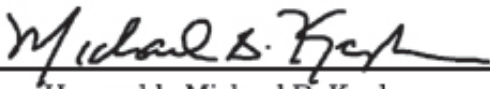
In Re:
Rite Aid Corporation

Case No.: 23-18993
Chapter: 11
Judge: Michael B. Kaplan

ORDER (I) AUTHORIZING (A) REJECTION
OF CERTAIN UNEXPIRED LEASES OF NON-RESIDENTIAL REAL PROPERTY AND (B)
ABANDONMENT OF ANY PERSONAL PROPERTY, EACH EFFECTIVE AS OF
THE REJECTION DATE AND (II) GRANTING RELATED RELIEF

The relief set forth on the following page is **ORDERED**.

DATED: February 28, 2024


Honorable Michael B. Kaplan
United States Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
In re: RITE AID CORPORATION, <i>et al.</i> , Debtors. ¹	Chapter 11 Case No. 23-18993 (MBK) (Jointly Administered)

**ORDER (I) AUTHORIZING (A) REJECTION
OF CERTAIN UNEXPIRED LEASES OF NON-RESIDENTIAL
REAL PROPERTY AND (B) ABANDONMENT OF ANY
PERSONAL PROPERTY, EACH EFFECTIVE AS OF
THE REJECTION DATE AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered three (3) through seven (7), is
ORDERED.

¹ The last four digits of Debtor Rite Aid Corporation's tax identification number are 4034. A complete list of the Debtors in these chapter 11 cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' claims and noticing agent at <https://restructuring.ra.kroll.com/RiteAid>. The location of Debtor Rite Aid Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 1200 Intrepid Avenue, 2nd Floor, Philadelphia, Pennsylvania 19112.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order (I) Authorizing (A) Rejection of Certain Unexpired Leases of Non-Residential Real Property and (B) Abandonment of Any Personal Property, Each Effective as of the Rejection Date and (II) Granting Related Relief

Upon the Debtors' Motion for Entry of an Order (I) Authorizing (A) Rejection of Certain Unexpired Leases of Non-Residential Real Property and (B) Abandonment of Any Personal Property, Each Effective as of the Rejection Date and (II) Granting Related Relief (the "Motion"),² of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") (a) authorizing the Debtors to reject the Leases set forth on **Schedule 1** attached hereto, effective as of the Rejection Date, (b) authorizing the Debtors to abandon any Personal Property located at any such store locations, effective as of the Rejection Date, and (c) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

Caption of Order: Order (I) Authorizing (A) Rejection of Certain Unexpired Leases of Non-Residential Real Property and (B) Abandonment of Any Personal Property, Each Effective as of the Rejection Date and (II) Granting Related Relief

upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. Pursuant to section 365 of the Bankruptcy Code, the Leases identified on **Schedule 1** attached hereto are hereby rejected, to be effective as of the Rejection Date set forth on **Schedule 1**.
3. Within thirty (30) calendar days following entry of this Order, the Debtors shall pay EC TIC Manager LLC, EC TIC BD6 LLC, EC TIC AMG1 LLC, EC TIC AMG2 LLC, EG TIC Lorreto LLC, as Tenants-in-Common, ("Landlord") two months of rent and related charges in the amount of \$127,207.40.
4. The *Objection of Over-Landlord EC TIC Manager LLC, EC TIC BD6 LLC, EC TIC AMG1 LLC, EC TIC AMG2 LLC, EG TIC Lorreto LLC, as Tenants-in-Common, to Motion for Entry of an Order (I) Authorizing (A) Rejection of Certain Unexpired Leases of Non-Residential Real Property and (B) Abandonment of Any Personal Property, Each Effective as of the Rejection Date and (II) Granting Related Relief Involving Co-Debtor Elixir Rx Solutions, LLC f/k/a MedTrak Services, L.L.C.* [Docket No. 576] is hereby withdrawn.
5. The Debtors shall not be liable for any additional administrative expenses arising after the Rejection Date with respect to the Leases.
6. The Debtors do not waive any claims that they may have against any counterparty to the Leases, whether such claims arise under, are related to the rejection of, or are independent of the Leases.

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Debtors: RITE AID CORPORATION, *et al.*

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7. The Debtors are authorized to abandon any Personal Property located at the premises identified on **Schedule 1** free and clear of all liens, claims, encumbrances, interests, and rights of third parties.

8. Any Personal Property located at the premises identified on **Schedule 1** is deemed abandoned, as of the Rejection Date or the Petition Date, respectively, free and clear of all liens, claims, encumbrances, interests, and rights of third parties. The counterparties to the Leases may dispose of such Personal Property in their sole and absolute discretion and without further notice or order of this Court without liability to the Debtors or third parties so long as the premises have been vacated by the Debtors. The automatic stay, to the extent applicable, is modified to allow for such disposition.

9. Nothing herein shall prejudice the rights of the Debtors to argue that any of the Leases were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of the Leases is limited to the remedies available under any applicable termination provision of such lease, sublease, or contract, as applicable, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates.

10. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any particular claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365

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Debtors: RITE AID CORPORATION, *et al.*

Case No. 23-18993 (MBK)

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of the Bankruptcy Code; (f) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the Motion are valid, and the rights of all parties are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens. Any payment made pursuant to this Order is not intended and should not be construed as an admission as the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

11. Notwithstanding anything to the contrary in the Motion or this Order, any payment made by the Debtors pursuant to the authority granted in this Order must be in compliance with and any authorization of the Debtors contained herein is subject to: (a) any interim or final orders entered by the Court approving the Debtors' entry into any postpetition debtor-in-possession financing facility and/or authorizing the use of cash collateral; (b) the documentation in respect of any such debtor-in-possession financing or use of cash collateral; and (c) any budget or cash flow forecasts in connection therewith (in each case, the "DIP Order").

12. Nothing in this Order authorizes the Debtors to accelerate any payments not otherwise due.

13. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code, and all such rights are reserved.

14. Nothing contained in the Motion or this Order is intended or should be construed to create an administrative priority claim.

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Debtors: RITE AID CORPORATION, *et al.*

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15. Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

16. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

17. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

18. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

19. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Schedule 1

Leases to Be Rejected¹

¹ For the avoidance of doubt, the Leases referenced herein include any ancillary documents, including guaranties or assignments thereof, and any amendments, modifications, subleases, or termination agreements related thereto.

Non-Debtor Counterparty	Counterparty Address	Contract Description	Store Number	Location Address	Rejection Effective Date	Abandoned Personal Property
CRE EXECUTIVE CENTER LLC	C/O ONWARD INVESTORS, LLC 6500 CITY WEST PARKWAY, SUITE 440 EDEN PRAIRIE, MINNESOTA 55344	Unexpired Lease	35170	10895 LOWELL AVENUE OVERLAND PARK, KANSAS 66210	12/31/2023	MISCELLANEOUS FF&E AND/OR RETAIL FIXTURES
KRUCIAL STAFFING	9800 METCALF AVE. 5TH FLOOR, OVERLAND PARK, KS 66212	Unexpired Lease	35170	10895 LOWELL AVENUE OVERLAND PARK, KANSAS 66210	12/31/2023	MISCELLANEOUS FF&E AND/OR RETAIL FIXTURES